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UNITED STATES DISTRICT COURT

SOUTHERN DISTRICT OF CALIFORNIA

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

vs.

PLUS MONEY, INC, and MATTHEW LA MADRID

Defendants,

and

THE PREMIUM RETURN FUND LIMITED-LIABILITY LIMITED PARTNERSHIP, THE PREMIUM RETURN FUND II LIMITED-LIABILITY LIMITED PARTNERSHIP, THE PREMIUM RETURN FUND III LIMITED-LIABILITY LIMITED PARTNERSHIP, RETURN FUND LLC, RETURN FUND II, LLC, RETURN FUND III, LLC, RETURN FUND IV, LLC, RETURN FUND V, LLC, RETURN FUND VI, LLC, PALLADIUM HOLDING COMPANY, and DONALD LOPEZ,

Relief Defendants.

Case No. 3:08 CV-0764 BEN (NLS)

COMPENDIUM OF INVESTOR DECLARATIONS IN SUPPORT OF PLAINTIFF SECURITIES AND EXCHANGE COMMISSION'S APPLICATION FOR PRELIMINARY INJUNCTION AND APPOINTMENT OF A PERMANENT RECEIVER

Date: May 14, 2008
Time: 9:30 a.m.
The Hon. Roger T. Benitez

DECLARATION OF WILLIAM R. MARTIN

DECLARATION OF WILLIAM R. MARTIN

I, William R. Martin, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I have personal knowledge of each of the matters set forth below, and, if called as a witness, I could and would competently testify to the facts stated herein. I make this declaration at the request of the United States Securities and Exchange Commission.

2. I am and at all relevant times herein have been a resident of Paso Robles, California.

3. In or about April 2006 I learned, through friends and co-workers, of an investment opportunity offered by Plus Money, Inc. ("Plus Money") and the Premium Return Funds ("Funds"). I expressed an interest in investing with Plus Money but was told that there were no openings in the Funds at that time. Later that year I was informed that a position had opened in Fund III and, in or about November 2006, I made an initial investment of $35,000 in that Fund. Over the course of the next several months I made additional investments totaling $73,000. In all, I invested $108,000 in Fund III.

4. After making my initial investment, I received monthly returns representing my proportional share of the profits purportedly earned through Plus Money's investment strategy of buying and selling covered calls.

5. In August 2007, I instructed Plus Money, orally and in writing, to withdraw $82,000 of the principal that I had invested in Fund III. True and correct copies of an e-mail sent on August 6, 2007 and a letter dated August 27, 2007 are attached hereto as Exhibits 1 and 2.

6. On August 30, 2007 I received an e-mail from Plus Money confirming receipt of my letter and promising to process my request by the end of the following month. A true and correct copy of the e-mail is attached hereto as Exhibit 3.

7. Instead of sending me a check for $82,000 and leaving a balance of

$26,000 in Fund III, as I had instructed, Plus Money sent me a check for $89,672.40. Plus Money stated that this represented all of my monies in Fund III because the value of the underlying assets of Fund III had depreciated 16.97%, resulting in a principal loss of $18,327.60. This was both (a) the first time that Plus Money had informed me that my ability to withdraw monies from Fund III would be subject to fluctuation in the value of the invested principal and (2) the first time that Plus Money had informed me that the value of the underlying principal had, in fact, decreased. Until then, I had received monthly statements asserting that Fund III had been profitable and monthly checks for my share of those purported profits.

8. In October 2007 I received from Plus Money a letter dated September 23, 2007 seeking my acquiescence to the deduction of the "asset depreciation" and agreeing not to hold Plus Money liable for the "adverse financial outcome" purportedly caused by my decision to liquidate. A true and correct copy of the letter is attached hereto as Exhibit 4.

9. Shortly thereafter I sent Plus Money a letter setting forth the misrepresentations and omissions that they had made to me and refusing to sign the September 23 letter. A true and correct copy of my letter to Plus Money is attached hereto as Exhibit 5.

10. To date I have not received any portion of the $18,327.60 that Plus Money withheld from me.

11. In March 2008, more than 15 months after making my initial investment, Plus Money provided me for the first time with a copy of The Premium Return Fund III Limited-Liability Limited Partnership agreement. A true and correct copy of the envelope it was sent in, evidencing the March 10, 2008 post date, along with the cover page and a page seeking acknowledgement of receipt, is attached hereto as Exhibit 6.

I declare under penalty of perjury under the laws of the United States of

America that the foregoing is true and correct.

Executed this 8th day of May 2008 in Paso Robles, California.

William R. Martin

EXHIBIT 1

-----Original Message-----
From: Bill Martin
Sent: Monday, August 06, 2007 7:57 AM
To: 'Lance LaMadrid'
Subject: RE: in case you didn't get it

Good Morning -

I have not received a check as of Saturday afternoon.

Also, I want to take out some funds, can I take a partial withdrawal or do I need to take all out at once ?

Thanks,
Bill Martin

EXHIBIT 2

LANCE LAMADRID
ERIC LA MADRID
PLUS MONEY, INC.
175 W. LEXINTON AVE., STE. E.
EL CAJON, CA. 92020

AUGUST 27,2007

LANCE –

I WISH TO CASH OUT $82,000.00 FROM THE PREMIUM RETURN FUND III.

PLEASE SEND A CASHIERS CHECK FOR $82,000.00 FOR WILLIAM R. MARTIN. PLEASE FAX ANY FORMS THAT I NEED TO SIGN, NUMBER IS BELOW.

THIS WILL LEAVE ME A BALANCE OF $26,000.00 IN THE PREMIUM RETURN FUND III ACCOUNT.

THANK YOU,

WILLIAM R. MARTIN
P.O. BOX 999
TEMPLETON, CA. 93465
805-226-7128 WORK
805-238-3798 HOME
805-239-5715 FAX

EXHIBIT 3

-----Original Message-----
From: Eric Montiel [mailto:ericmontiel@cox.net]
Sent: Thursday, August 30, 2007 1:26 PM
To: Bill Martin
Cc: 'Beau La Madrid'; 'Lance LaMadrid'
Subject: PRF-III

Hello William,

We did receive your request for partial liquidation from the fund how-ever the liquidation is based on the markets performance for the end of the market period,
Your letter just reached us and we are getting the checks for September mailed out this week so your request will be processed for the end of next month.

Thank-you

Eric

************ Scanned by MessageLabs ************

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This email and any attachments may be confidential and legally privileged.
Please notify the sender immediately if you received this message in error.
Please do not delete or alter this notice.
****

EXHIBIT 4

Plus Money INC.

09/23/2007

I, **William R. Martin**, understand that my voluntary liquidation from Return Fund III, L.L.C. could lead to financial hardship. I fully accept the responsibility for my decision to liquidate and will not hold Plus Money, Inc and their personnel for any adverse financial outcome for my decision to liquidate.

I understand that to accommodate my request for voluntary liquidation the 16.97 % asset deprecation was deducted from my returned principle. I acknowledge $ 89,672.40 as full return of principle and I release Plus Money, Inc from any further obligation from my voluntary liquidation.

Original Principle:	
01/2007:	$ 35,000
Addition Deposits:	$ 73,000
Total Principle:	$ 108,000
Requested Liquidation:	
9/2007	$ 108,000
Asset Depreciation:	16.97 % ($18,327.60)
Total liquidation Value:	$ 89,672.40
Gain/Lost of principle:	<$18,672.40>
Amount disturbed:	$ 19,752.20
Adjusted Return Amount:	$ 1,080
Total % return on Investment:	1.0 %

William R. Martin ______________________ Date ______________________

[signature] 10-1-07

Matthew La Madrid
President, Plus Money, Inc
Date

175 W. Lexington Ave., Suite E • El Cajon, CA 92020 • 619-749-8930 • Fax 619-312-2769 • plusmoney@cox.net

EXHIBIT 5

Matthew La Madrid
Plus Money Inc.
175 W. Lexington Ave, Suite E
El Cajon, Ca. 92020
Mr. La Madrid –

1.) You came to Paso Robles a while back an did a presentation to the maintenance and engineers. I was not at that presentation.

2.) I specifically requested that you leave $26,000.00 in my account in the Return Fund III.

3.) I was told that this would not be a problem, but could not take place at that time because of market timing, and that you would get back with me at a later time.

4.) I was only told that I would need to sign some forms.

5.) Instead my entire balance was liquidated, plus a 16.97% asset depreciation ($18,327.60) was deducted from my returned principle. The form was mailed with the liquidation.

6.) I will not sign the forms that were sent to me, as the 16.97% asset depreciation ($18,327.60) was not disclosed to me ahead of time, and all of my monies were liquidated which I also did not request.

7.) I expect a full return of my monies ($18,327.60), due to your non-disclosure and your not following my specific requests. This has created a financial hardship. I will not release Plus Money Inc. from any further obligation from my voluntary liquidation, till I have been made whole.

William R. Martin
P.O. Box 999
Templeton, Ca. 93465

EXHIBIT 6

Plus Money, Inc
175 W. Lexington Ave Ste. E
El Cajon, Ca 92020

UNITED STATES POSTAL SERVICE
0000

93465

U.S. POSTAGE
PAID
EL CAJON,CA
92020
MAR 10 '08
AMOUNT
$2.16
00054206-12

Mr. William R. Martin
P.O. Box 999
Templeton, CA 93465

FIRST CLASS

THE PREMIUM RETURN FUND III LIMITED-LIABILITY LIMITED PARTNERSHIP

A Nevada Limited-Liability Limited Partnership
Established February 27, 2006

Plus Money Inc.

Please sign this sheet and either sign or Fax (619) 312-2769 to our office to confirming receipt of the L.L.L.P. Operating Agreements

Plus Money, Inc

_________________________ ________________
Member Signature Date

_________________________ ________________
Spouse Signature Date